

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

STEVEN W. SAMPSON, TRUSTEE,

Plaintiff,

- against -

JAMES D. ROBINSON III, LEWIS B.
CAMPBELL, JAMES M. CORNELIUS,
LAURIE H. GLIMCHER, M.D., VICKI L.
SATO, PH.D., LEIF JOHANSSON, LOUIS
J. FREEH, MICHAEL GROBSTEIN, and R.
SANDERS WILLIAMS, M.D.,

Defendants,

and

BRISTOL-MYERS SQUIBB COMPANY,

Nominal Defendant.

Case No. 1:07-CV-06890-PAC

Related Case No: 1:07-cv-05867-PAC

**DECLARATION OF GREGORY MARK NESPOLE IN FURTHER SUPPORT OF
MOTION OF PLAINTIFF STEVEN W. SAMPSON, TRUSTEE FOR
AN ORDER APPOINTING LEAD DERIVATIVE COUNSEL**

I, Gregory Mark Nespole, hereby declare under penalties of perjury that the following is true to the best of my knowledge, information and belief:

1. I am a member of the law firm of Wolf Haldenstein Adler Freeman & Herz LLP (“Wolf Haldenstein”). I submit this Declaration in support of the Motion of Plaintiff Steven W. Sampson, Trustee, for an Order appointing Wolf Haldenstein as Lead Derivative Counsel in the above-captioned action.

2. Wolf Haldenstein has been retained by Plaintiff Sampson to represent him. Prior to accepting the representation in this litigation, Wolf Haldenstein carefully checked to insure

that it does not have a conflict of interest with any party or significant witness in this litigation, and there is no conflict.

3. Attached hereto as Exhibit A is a true and correct copy of Wolf Haldenstein's firm biography, which provides a detailed description of Wolf Haldenstein's long and extensive experience and expertise in, *inter alia*, litigating derivative and class actions.

4. Attached hereto as Exhibit B is a [Proposed] Order granting Plaintiff's Motion Appointing Wolf Haldenstein as Lead Derivative Counsel.

The Wolf Haldenstein Firm

5. Wolf Haldenstein is a substantial and well-capitalized firm. Wolf Haldenstein is fully capable and prepared to staff and finance this litigation, including the document review, motions, depositions, retention of experts and trial. The firm biography submitted in support of this Motion demonstrates our vast experience in derivative litigation.

6. Wolf Haldenstein is a leader in the derivative litigation field, and is currently lead counsel in some of the most significant derivative actions pending in the United States, including, *inter alia*: *Alliance Capital Management Mutual Fund Derivative Litigation*, 03-CV-5345 (E.D.N.Y. 2003); *Fred Alger Mutual Fund Derivative Litigation*, 03-5958 (E.D.N.Y. 2003); *In re R&G Financial Corp. Derivative Litigation*, 05-5547 (S.D.N.Y.); *American International Group, Inc. (AIG) Consolidated Derivative Litigation*, C.A. No. 769-N (Del. Ch.); *In re Tyco International Ltd. Derivative Litigation*, 02-352-B (D.N.H.); *Strong Financial Corp. Mutual Fund Derivative Litigation*, 03-C-862 (E.D. Wis. 2003); *Janus Capital Management Mutual Fund Derivative Litigation*, 03-5048 (E.D. Pa. 2003); *Bank of America Corp. Mutual Fund Derivative Litigation*, 03-CV-4446 (D.N.J. 2003); *Putnam, LLC Mutual Fund Derivative Litigation*, 03-CV-12227 (D. Mass. 2003); *Federated Mutual Fund Derivative Litigation*, 03-1942 (W.D. Pa. 2003); *Massachusetts Financial Services Company Mutual Fund Derivative*

Litigation, 03-12483 (D. Mass. 2003); *Pilgram Baxter Mutual Fund Derivative Litigation*, 03-6522 (E.D. Pa. 2003); and *Invesco Mutual Fund Derivative Litigation*, 03-MK-2408 (D. Colo. 2003).

7. Wolf Haldenstein is recognized nationwide as one of the country's premier class action firms and is in a position to dedicate substantial resources to this Action. The firm, founded in 1888, has a Class Action Litigation Group consisting of more than 30 lawyers with many years of class action experience and 10 paralegals. Moreover, several partners from Wolf Haldenstein's other departments, including pension/ERISA, and tax attorneys, regularly consult with and advise Wolf Haldenstein's litigators in cases such as this one.

8. Wolf Haldenstein is ready, willing and able to represent plaintiffs in this litigation. I respectfully submit that appointing Wolf Haldenstein as Lead Derivative Counsel is appropriate here. If appointed Lead Derivative Counsel, Wolf Haldenstein will continue on its course of prosecuting this litigation and will continue to responsibly lead the prosecution and resolution of all claims asserted, or which may be asserted, in this litigation, and to direct the efforts to streamline the litigation, provide efficiencies, and avoid duplication of efforts therein.

Relief Requested

9. Accordingly, I respectfully request that the Court grant Plaintiff's Motion and enter the accompanying proposed Order.

I declare the foregoing to be true and correct under penalty of perjury under the laws of the United States.

Executed at New York, New York, this 27th day of August, 2007.

/s/ Gregory Mark Nespole
Gregory Mark Nespole